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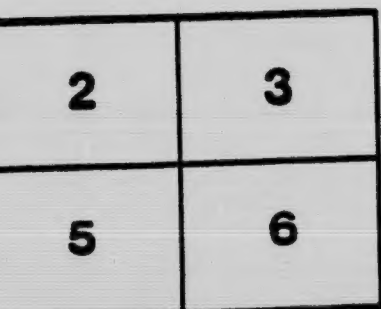
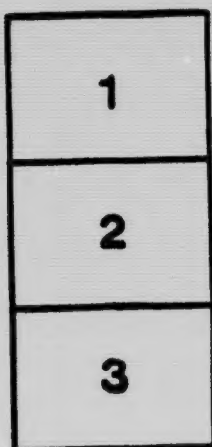
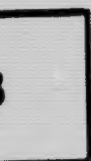
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**CONSTITUTION
AND BY-LAWS**

of the

**Canadian Manufacturers'
Association**

PRINTED BY THE ASSOCIATION

**AS AMENDED SEPTEMBER 22ND
1910**

5001

CONSTITUTION and BY-LAWS

OF THE

Canadian Manufacturers' Association

CONSTITUTION.

The Constitution of the Association is contained in the following Act of Incorporation which was passed by the Senate and the House of Commons of Canada, 1902 :

ACT OF INCORPORATION.

Whereas the persons hereinafter named have, by their petition, represented that they and others have for some time past been associated together under the name of the Canadian Manufacturers' Association, and have prayed that it be enacted as hereinafter set forth, and it is expedient to grant the prayer of the said petition : Therefore His Majesty by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows :

Incorporation.

1. W. K. George, J. J. McGill, Geo. Booth, A. Campbell, C. R. H. Warnock, H. Cockshutt, James Goldie, W. C. Breckenridge, T. H. Smallman, J. B. Henderson, J. O. Thorn, S. M. Wickett, Wm. Stone, J. H. Housser, R. J. Christie, Geo. H. Hees, J. R. Shaw, John M. Taylor, Thos. Roden, J. P. Murray, A. W. Thomas, E. G. Gooderham, P. H. Burton, Frederic Nicholls, C. N. Candee, R. Millichamp, E. C. Joeckh, R. Y. Ellis, Frank Paul, the Hon. J. D. Rolland, W. W. Watson, A. E. Ogilvie,

Wm. McMaster, Jas. Davidson, C. C. Ballantyne, G. W. Sadler, P. W. Ellis, J. F. Ellis, A. E. Kemp, W. K. McNaught, Edward Gurney, and such others as are now members of the Association mentioned in the preamble, together with such others as hereinafter become members of the Association hereby incorporated, are incorporated under the name of "The Canadian Manufacturers' Association," hereinafter called "the Association."

Objects.

2. The objects of the Association shall be to promote Canadian industries and to further the interests of Canadian manufacturers and exporters, and to render such services and assistance to the members of the Association and to manufacturers and exporters generally, as the Association shall deem advisable from time to time.

Existing Officers and By-Laws Continued.

3. The members of the Association who, at the time of the passing of this Act, hold office in, or are members of any committee of the unincorporated Association, shall continue to hold the same offices, and to act on the same committees, until the next annual general meeting of the Association; and in like manner the Association shall continue to work under the existing constitution, by-laws and regulations of the unincorporated Association until the next annual meeting of the Association, and from that date the Association shall have such officers and committees having such powers and duties as the Association may, from time to time, by by-law or resolution determine.

Head Office.

4. Until otherwise determined by the Association, the head office of the Association shall be in the City of Toronto, in the Province of Ontario.

By-Laws, etc.

5. The majority of the members of the Association present at any annual or special meeting called for that purpose may make by-laws, rules and regulations for the government of the Association, including by-laws providing for the admission, suspension, expulsion or retirement of members, and for the imposing of fees, subscriptions and penalties, which shall be binding upon all the members of the Association, and on all its officers, servants, and others lawfully under its control.

Powers of Association.

6. The Association may :—

(a) Publish such pamphlets, periodicals or other publications as are deemed advisable in the interests of the Association or any of its members ;

(b) Organize, establish, regulate and dissolve branches or sections of the Association, but no such branch or section shall be deemed to be a separate corporation ;

(c) Engage in the work of developing and promoting the export trade of Canadian goods by such means as may be considered desirable by the Association ;

(d) Obtain information and statistics for its members, or for Canadian manufacturers and exporters, and render to them such other services or assistance as may be deemed advisable ;

(e) Purchase or acquire real property, and mortgage, lease, sell or otherwise alienate the same provided that the value of such property held by the Association at any one time shall not exceed fifty thousand dollars.

Arbitration Powers.

7. (1) The Association may provide by by-law for the appointment of Arbitrators, members of the Association, to hear and decide

controversies, disputes or misunderstandings relating to any commercial matter which may arise between members of the Association or any person whatsoever claiming by, through or under them, which may be voluntarily submitted for arbitration by the parties in dispute.

(2) Members assenting to an arbitration by an instrument in writing shall be understood to have submitted to the decision of the majority of the arbitrators appointed to hear the case and to decide upon the same.

(3) The arbitrators appointed to hear any case submitted for arbitration as aforesaid may examine upon oath (which oath any one of such arbitrators is hereby empowered to administer) any party or witness who appears before them, and shall give their award thereupon in writing, and their decision or that of a majority of them, given in such award shall be final and binding upon the parties.

Committees of Enquiry.

8. The Association may, by by-law or resolution, provide for the appointment of committees of enquiry to enquire into any matter affecting the manufacturing import or export interest of Canada, and such committees may examine upon oath (which oath any member of said committee is hereby empowered to administer) any party who appears before them, and the evidence so taken may be used to assist the Association in arriving at a decision with reference to the matter under consideration.

Notices of Meetings.

9. All meetings of the Association shall be called by notice mailed to each member at least fifteen days before the holding of such meetings, and all notices of special meetings shall state the objects of such meetings.

BY-LAWS.

MEMBERSHIP.

There shall be three classes of members, Active, Honorary and Correspondent. Active members shall consist of ordinary and life members.

Active Members.

Active membership in the Association shall be open to individuals, firms and corporations actively engaged as manufacturers in the Dominion of Canada; each member shall nominate one individual identified with the business as representative in the Association; each member shall be entitled to have one or more additional representatives, but each such additional representative shall be identified with the manufacturing industry or industries he represents; all representatives shall exercise their rights in the Association only while connected with the business of the member nominating them, and they are subject to removal or to substitution by such member. Applications for active membership and nominations of representatives shall be made in writing to the Secretary. Each application for membership and each nomination of a representative shall be referred to the Reception and Membership Committee, which Committee shall decide whether or not the manufacturing interests of the member or representative nominated in each case are such as to warrant the acceptance of the application or nomination. The Reception and Membership Committee shall report to the Executive Council its recommendation and the acceptance or rejection of the application or nomination shall be decided by the Executive Council.

Wherever a local branch is formed it shall be the duty of its Executive Committee to pass upon all applications for membership received within its boundaries, and report its recommendations thereon to the Reception and Membership Committee.

Honorary Members.

Honorary members shall be elected only by unanimous vote at the annual general meeting. They shall have the same privileges as active members, but may not vote or hold office.

Correspondent Members.

Correspondent members shall be elected by the unanimous vote of the Executive Council for the term of one year or at the pleasure of the Executive Council. They shall be furnished with credentials as representatives of the Association in British or foreign trade centres and shall have the same privileges as honorary members.

Life Members.

Any ordinary member in good standing may, after at least one year's membership, become a life member on payment in advance of ten annual subscriptions, or may be elected by unanimous vote at the annual general meeting in consideration of services rendered to the Association.

MEETINGS.

The fiscal year of the Association shall commence on the first day of August of each year. The annual general meeting shall be held within the eight weeks succeeding August 1st. It shall be convened in such place as may be decided upon by the Executive Council ; to receive the report and financial statement of the Executive Council for the past year ; to elect the officers, Executive Council and Committees for the ensuing year, and for all other general or special purposes relating to the management of the Association's affairs.

The annual general meeting and all special meetings of the Association shall be called by the President. The President may call a special meeting of the Association at his own pleasure, and shall do so at the written request of ten active members within three days of his receipt of such request.

OFFICERS.

The officers shall consist of a President, a First Vice-President, and an additional Vice-President from each Province represented in the Association, a Treasurer and such other officers as the Executive Council may from time to time see fit to appoint.

Duties of Officers.

President.—It shall be the duty of the President to preside at all meetings of the Association and of the Executive Council, and to enforce compliance with the Constitution and By-laws.

Vice-Presidents.—It shall be the duty of the Vice-Presidents in the order of their election, to assist the President in the discharge of his duties, and in his absence to officiate in his stead.

Treasurer.—The Treasurer shall receive and pay out all moneys on behalf of the Association and deposit with a chartered bank, to the credit of the Association, all moneys received. He shall, in conjunction with the Secretary, sign all cheques. He shall cause to be kept the accounts of the Association, and have the same prepared together with a balance sheet thereof, for the inspection and signature of the auditors and shall, in conjunction with the auditors prepare and certify the statements for the annual meeting.

Secretary.—The Secretary shall be appointed annually by the Executive Council. He shall carry out the instructions of the Executive Council, and shall keep a true and correct record of all proceedings of the Association, a correct list of the members and their addresses ; shall conduct the correspondence of the Association ; issue notices to the members of the Association and of the Executive Council, and of the meetings of all the committees ; he shall collect and carefully preserve all books, papers, letters and documents relating to, or of interest to the Association ; shall be remunerated for his services at the discretion of the Executive Council.

He shall have the custody of the Seal of the Association and shall keep the books, papers and records of the Association, all of which he shall deliver up when directed to do so by the President or Executive Council, to such person as he or they shall direct, and shall perform all duties which the nature of his office may require, or the Executive Council may order. The books and accounts shall be kept at the head office of the Association, and shall be open to the inspection of any member of the Executive Council during business hours.

COMMITTEES.

The officers shall be ex-officio members of all Committees. All Committees shall meet at the call of their Chairman, promulgated through the Secretary.

1. The Executive Council shall be composed of the President, Vice-Presidents, Treasurer, Chairman of the Standing Committees, Chairmen of the Branches of the Association, Chairmen of the Sections of the Association, and one member for each twenty-five members of the Association as determined by the membership thirty days before the annual meetings.

The Branches of the Association, outside of the city where the head office is located, may be represented at the meetings of the Executive Council by any of the members of their local Executive, the maximum voting power of the several Branches remaining the same as provided in the preceding clause.

All Past Presidents of the Association, while remaining Active Members, shall be ex-officio members of the Executive Council.

2. The Tariff Committee, the Railway and Transportation Committee, the Parliamentary Committee, the Reception and Membership Committee, the Commercial Intelligence Committee and the Technical Education Committee shall each consist of twelve active members with power to add to their numbers.

3. The Committee on INDUSTRIAL CANADA shall consist of seven active members with power to add to their number.

4. The Insurance Committee shall consist of twenty-one active members, seven to be elected each year and to hold office for three years.

5. The Exhibition Committee shall consist of twelve active members.

6. A special Committee on Finance, consisting of three members of the Association, shall be named at the first meeting of the Executive Council held after the annual general meeting. No expense or liability shall be incurred in the name of the Association without the consent of this Committee.

7. The Chairmen of the various branches and standing committees shall be constituted each year for the special work of the Annual Meeting, a Committee on Resolutions and Nominations, and all resolutions shall be placed before this Committee for consideration and report before being submitted to the Annual Meeting.

8. The Chairmen of the various standing committees shall constitute the Advisory Committee.

Duties of Committees.

All Committees shall keep a correct minute book of their proceedings, and report to the Executive Council after each meeting.

Executive.—The Executive Council shall be the official Committee of the Association. It shall receive and pass upon reports of all committees, advise and instruct the general officers, and shall, in all matters, act as the representative of the Association when the latter is not in session.

Tariff.—The duty of the Tariff Committee shall be to hear, consider and act upon all applications from manufacturers who may desire the assistance of the Association where concerted action may be deemed necessary in behalf of any particular industry, or to the manufacturing interests of the whole country.

They shall be alive to any changes in the Canadian tariff and watch the interests of manufacturers and exporters.

Railway and Transportation.—The duty of the Railway and Transportation Committee shall be to endeavor to bring about an equitable rate of freights on the Canadian railways, and may be appealed to by any member of the Association who wishes to have a grievance redressed.

They shall give attention to all matters affecting transportation and communication which may, from time to time, become of importance to the trade and commerce of Canada.

Parliamentary.—The duty of the Parliamentary Committee shall be to give attention to all legislation affecting the interests of Canadian manufacturers.

Reception and Membership.—It shall be the duty of the Reception and Membership Committee to look after the reception and entertainment of distinguished guests. They shall arrange for special entertainments, lectures and banquets from time to time as they may think necessary in the interests of the Association.

This Committee shall have power to devise means for securing new members. They shall recommend to the Executive Council for acceptance such applications for membership (and such resignations) as they believe desirable.

They shall endeavor also to form branches of the Association in the large trade centres of the Dominion.

Commercial Intelligence.—This Committee shall have power to deal with such questions as the metrical system, moneys, weights and measures; expositions held in Great Britain and foreign countries, and all information that will be beneficial to Canadian exporters.

This Committee shall establish a bureau of information to which members may apply at

any time in order to procure reliable statistics as to imports, exports, the possibilities for extending trade, foreign contracts, tariff regulations, banking systems, etc.

They shall also recommend to the Executive Council for appointment the Correspondent Members of the Association.

Industrial Canada.—This Committee shall deal with all questions relating to the editorial and business management of INDUSTRIAL CANADA, the official publication of the Association. Questions of general policy shall be referred to and passed upon by the Executive Council of the Association.

Insurance Committee.—The duty of the Insurance Committee shall be to supply expert advice and assistance in the placing of insurance, in the regulation of insurance practices, and in the protection of the members' interests in respect thereto.

They shall, subject to the authorisation of the Council, arrange for a systematic and regular inspection of the premises of members, suggest improvements in risks, and cause to be obtained the benefit thereof in reduced insurance rates.

They shall adjust losses by fire when called upon to do so.

Technical Education Committee.—The duty of this Committee shall be to further in every possible way the inauguration and development of a national system of technical training and give its support and assistance to such Dominion, Provincial, Municipal or private educational efforts as are approved of by the Association.

Advisory Committee.—The Advisory Committee shall report to the Executive Council upon all matters of policy which do not properly fall within the jurisdiction of any of the committees heretofore mentioned.

NOMINATION AND ELECTION OF OFFICERS AND COMMITTEES.

Nominations of the Officers and Committees of the Association shall be sent to the Secretary of the Association not less than two weeks before the Annual General Meeting, but no member shall be nominated unless his consent has been obtained.

The Officers, Chairmen of Committees and Committees shall be elected by a majority of the Active Members present at the Annual Meeting. This provision shall not apply in the case of the Chairman of the Insurance Committee, who shall be elected by that Committee at the first meeting held after the annual general meeting.

No member shall be eligible for re-election as Chairman of a Committee unless it is so recommended by the Committee on Nominations and Resolutions to the Annual Meeting.

Wherever there is a provincial Branch of the Association established, it shall be asked to nominate its Vice-President to the Association, and its representatives on the Executive Council. Wherever local branches are formed these shall have the privilege of officially nominating representatives to the Executive Council, the number of such nominations being one for each twenty-five members of the Branch.

Should the Chairman of a Trade Section already occupy a place on the Executive Council, the Section shall nominate another representative.

Representatives to local Technical School and other Boards shall be elected by the local branches of the Association in which such Board is situated.

Local branches will be asked to officially nominate the representatives to which they may be entitled on any of the various Exhibition Associations within the locality in which the Branch is organized.

BRANCHES OF THE ASSOCIATION.

The Association may establish local or provincial branches in different manufacturing centres in Canada, on application by the members of the Association situated in such district or province. Such a branch shall consist of at least eight members of the Association, and shall be known as the ——— Branch of the Canadian Manufacturers' Association. The membership shall consist of those members of the Association situated within the locality designated by the Branch. The officers of such Branch to be a Chairman, Vice-Chairman, Secretary and Executive Committee. The officers and the committee shall be elected by the members of the Branch assembled in annual meeting at least three weeks prior to the annual meeting of the Association.

Branch Associations may deal finally with all matters of purely local interest.

They may also pass upon matters of general interest, and the result of their deliberations should be forwarded immediately to the Executive in the form of a recommendation to be considered by it or the whole Association.

The Secretary of a Branch shall be an honorary officer. If a salaried officer is necessary, he shall be employed by the Executive Council, and receive his remuneration from the Head Office.

Ten per cent. of the fees of a Branch can be drawn upon annually by such Branch for local expenses without special application to the Executive Council. If any further amount is required, special application must be made to the Executive Council and be passed upon by it.

No Branch of the Association shall incur any liability in the name of the Association beyond the ten per cent. mentioned in the foregoing clause, and a report of the finances of each Branch shall be presented to the Executive Council at the meeting previous to the close of each fiscal year.

TRADE SECTIONS.

The Association may from time to time establish trade sections to be composed of those members of the Association engaged in any particular industry or trade. Such organization shall be known as the ———— Section of the Canadian Manufacturers' Association.

The membership of such section shall consist of the members of the Association engaged in the particular trade, who apply for membership in the section. The officers shall consist of a Chairman, Vice-Chairman, Secretary and an Executive Committee.

The officers of the Committee shall be elected annually by the members of the section prior to the election of officers in the annual meeting of the Association.

Sections of the Association may deal finally with all matters affecting only their own industry or trade. They may also pass upon matters of general interest and the result of their deliberations should be forwarded immediately to the Executive Council in the form of a recommendation to be considered by it or by the whole Association.

Ten per cent. of the fees of members of the section may be drawn upon annually by such section for any expenses connected with its own business without special application to the Association. If any further amount is required, special application must be made to the Executive and passed upon.

VISITORS.

Visitors of note may be introduced by any member of the Association, and have all the privileges of the Association rooms.

AUDIT.

An Auditor or Auditors shall be appointed every year by the members at the annual meeting, whose duty it shall be to audit and examine the books, vouchers and accounts of the Association, and to verify to the correctness of the

balance sheet, for submission to the Executive Council as soon after the close of the financial year as possible. His remuneration shall be fixed by the Executive Committee upon recommendation of the Finance Committee.

ORDER OF BUSINESS.

The order of business at the annual general meeting and at all other meetings of the Association shall be as follows :—

1. Reading of minutes of previous meeting.
2. Business arising out of minutes.
3. Receiving communications.
4. President's address.
5. Secretary's report.
6. Treasurer's report.
7. Reports of Standing Committees.
8. Reports of Special Committees.
9. Unfinished business.
10. New business.
11. Notices of Motion.
12. Election of Officers.
13. Election of Standing Committees.
14. Appointment of representatives to Industrial Exhibitions.
15. Induction of officers.

This order of business may be suspended or varied at any meeting by two-thirds vote of those present.

QUORUM.

At all meetings of the Executive Council not less than five members must be present to constitute a quorum.

CONDUCT OF MEETINGS.

All meetings of the Executive Council and of Standing Committees shall be conducted as follows :—

1. If there should be no quorum within 15 minutes of the time fixed for the meeting an adjournment may be had.

2. Any member who may desire to speak must address the Chair. All motions must be made in writing. Any member who may have already spoken to a motion must obtain permission from the Chair to be again heard regarding it. The Chair may, at any time, announce that the subject is open for conversational discussion.

3. The Chair shall decide all questions of order.

4. A motion to adjourn shall always be in order.

5. In voting no proxies shall be allowed.

6. All motions shall be decided at meetings of the Executive Council or Committees by a majority of those present. In cases where the number of votes is equal, the President or Chairman, besides his own, shall have a deciding or casting vote.

7. With the exception of clause (1) the above rules shall govern the conduct of the general annual meeting and other meetings of the Association.

EXPENSES.

No liability shall be incurred in the name of the Association by any of the members or committees until it shall have been approved by the Executive Council.

All bills must be sanctioned by the Executive Council and paid by cheque. Employees' salaries shall be fixed by the Executive Council.

DUES AND PRIVILEGES.

The Annual Membership Fee in this Association shall be, for members employing under fifty employees, \$10; for members employing fifty and less than one hundred employees, \$15; for members employing one hundred and less than five hundred employees, \$25; for members employing five hundred and less than one thousand employees, \$35; for members employing one thousand or more employees, \$50; for each additional representative, after the first, from any member, \$10. The first payment

shall become due on the election of a member, and each subsequent payment twelve months thereafter. If any member shall fail to pay his annual fee within three months after same has become due, registered notice to his last known address shall be sent him by the Secretary, and if the fee be not paid within thirty days after such notification, the defaulter may be struck off the roll of membership by resolution of the Executive Council.

RESIGNATIONS.

All resignations of office or membership shall be in writing addressed to the Secretary, and shall be submitted by him at the next meeting of the Executive Council, or at the first meeting of a Standing Committee competent to deal with same.

All dues must be paid in full before a resignation can be considered.

EXPULSION.

Any member may be adjudicated upon by the Executive Council if charged in writing with conduct unbecoming a member of the Association. If, in the opinion of a quorum of the Executive Council, action should be taken thereon, the President, or in his absence one of the Vice-Presidents, shall appoint a committee of five to investigate the charges made. The Committee with due diligence shall report in writing if the charges are sustained or not. The report having been considered by the Executive Council, the member so charged shall be notified in writing at least ten days before final action by the Executive Council, by registered letter to his last known address, to appear at the next meeting of the Executive Council to defend himself. The Executive Council may, by a majority vote present at such meeting, suspend a member for a period of time or expel on a two-thirds vote.

AMENDMENTS TO THE BY-LAWS.

The By-Laws of the Association may be amended by a majority of the members of the Association present at any annual or special meeting called for that purpose, notice of such amendment having been given in writing to the Secretary twenty days prior to the date of the meeting, and it shall be the duty of the Secretary to forward to the members a copy of such amendment. It shall be in order that amendments to the amendment can be discussed and voted on at the same meeting.







